

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	: Chapter 11
In re	:
	: Case No. 05-44481 (RDD)
DELPHI CORPORATION, <u>et al.</u> ,	:
	: (Jointly Administered)
Debtors.	:
-----X	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

DISTRICT OF COLUMBIA)
) ss.:
)

MARY B. HEVENER, being duly sworn, upon her oath, deposes and says:

1. I am a principal of Baker & McKenzie LLP ("the Firm"), which firm maintains offices at 815 Connecticut Avenue, N.W., Washington, D. C..

2. Neither I, the Firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-ill-possession (the "Debtors"), their creditors, or any other party-ill-interest, or their attorneys, except as set forth in this affidavit.

3. The Firm, has represented and advised the Debtors in the past with respect to executive compensation and payroll tax aspects of the Debtors' businesses.

4. The Debtors have requested, and the Firm has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes, to render payroll tax and corporate income tax advisory services.

5. The Firm's current fees arrangement will continue on an hourly reimbursement rate.

6. Except as set forth herein, no promises have been received by the Firm or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

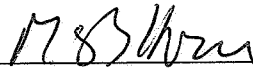
7. The Firm has no agreement with any entity to share with such entity any compensation received by the Firm.

8. The firm and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. The Firm does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, the Firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which the Firm is to be engaged.

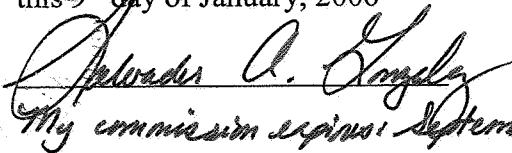
10. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Mary B. Hevener

Subscribed and sworn to before me
this 9th day of January, 2006



My commission expires September 30, 2006